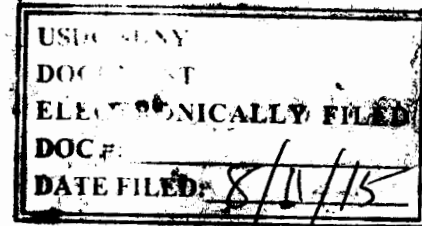


Hollonschein, J

UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK

_____ X		
MARY K. JONES, Individually and on Behalf	:	Civil Action No. 1:10-cv-03864-AKH
of All Others Similarly Situated,	:	
	:	<u>CLASS ACTION</u>
Plaintiff	:	
	:	PROPOSED ORDER AWARDING
vs.	:	ATTORNEYS' FEES AND EXPENSES AND
	:	AN AWARD TO PLAINTIFFS PURSUANT
PFIZER INC., et al.,	:	TO 15 U.S.C. §78u-4(a)(4)
	:	
Defendants.	:	
_____ X		



This matter having come before the Court on July 30, 2015, on the motion of Lead Counsel for an award of attorneys' fees and expenses and an award to Plaintiffs for time and expenses incurred in the action, the Court, having considered all papers filed and proceedings conducted herein, having found the settlement of this action to be fair, reasonable and adequate, and otherwise being fully informed in the premises and good cause appearing therefore;

IT IS HEREBY ORDERED, ADJUDGED, AND DECREED that:

1. This Order incorporates by reference the definitions in the Stipulation of Settlement dated as of February 8, 2015 (the "Stipulation") and all capitalized terms used, but not defined herein, shall have the same meanings as set forth in the Stipulation.

2. This Court has jurisdiction over the subject matter of this application and all matters relating thereto, including all Members of the Class who have not timely and validly requested exclusion.

3. The Court hereby awards Lead Counsel attorneys' fees of \$60 million, plus expenses in the amount of \$7,685,497.62. The Court finds that the amount of fees awarded is fair and appropriate, inclusive of adjustments and bonuses.

4. The fees and expenses shall be allocated among other plaintiffs' counsel in a manner which, in Lead Counsel's good-faith judgment, reflects each such counsel's contribution to the institution, prosecution, and resolution of the Litigation. The Court intends that the fees awarded and expenses allowed, as provided in ¶3, will cover any and all other applications by other Plaintiffs' Counsel.

5. The awarded attorneys' fees and expenses shall be paid to Lead Counsel as follows:
(i) the full amount of expenses (\$7,685,497.62) shall be paid immediately upon entry of this Order;
(ii) \$20 million of the fee award shall be paid immediately upon entry of this Order; (iii) \$20 million

of the fee award shall be paid 90 days after entry of this Order (approximately midway through the claims administration process); (iv) the remaining \$20 million of the fee award shall be paid upon the distribution of the Net Settlement Fund to Authorized Claimants pursuant to Part 5 of the Stipulation.


6. The Court finds that, pursuant to 15 U.S.C. §78u-4(a)(4), an award of \$13,213 to Lead Plaintiff Stichting Philips Pensioenfond and \$300 to Class Representative Mary K. Jones is appropriate.

7. The Court, having reviewed the objection to the fee award filed by Scott W. Browne, incorporates into this Order suggestions made therein.

IT IS SO ORDERED.

DATED:

Aug 11, 2015


THE HONORABLE ALVIN K. HELLERSTEIN
UNITED STATES DISTRICT JUDGE

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